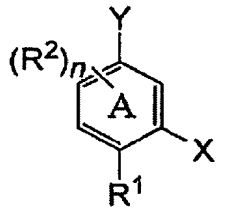
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

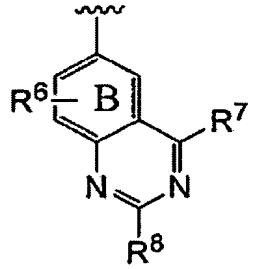
Listing of Claims:

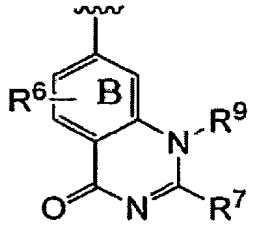
Claim 1. (Original): A compound having formula (I):

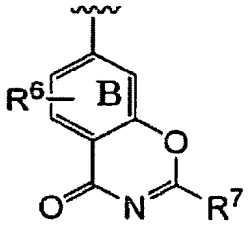


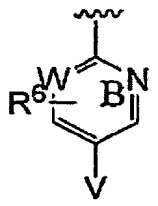
I

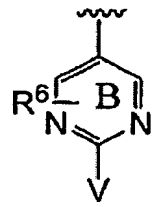
or a pharmaceutically acceptable derivative thereof, wherein X is

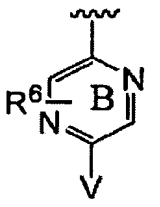


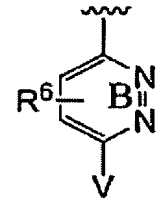


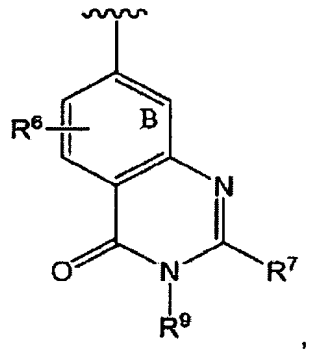


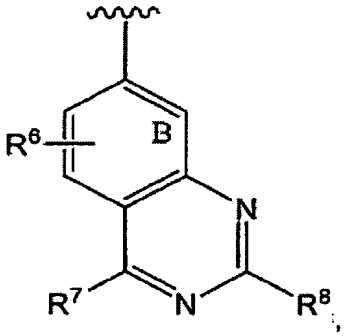


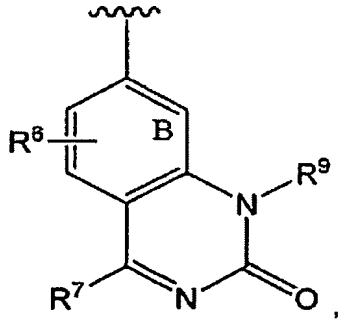


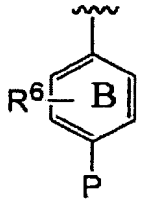












;

R^1 is selected from halogen, hydroxyl, lower alkyl, lower cycloalkyl, alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, $-NR^4R^5$ and $-OR^4$;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$-; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$;

n is 0 or 1;

Y is $-L-R^3$ or R^{11};

R^3 is selected from hydrogen, alkyl, $-OR^4$, substituted alkyl, cycloalkyl, $-CR^4$cycloalkyl, heteroaryl, substituted heteroaryl, heterocycle and substituted heterocycle;

L is $-C(=O)NH-$, $-NH(C=O)-$, $-SO_2NH-$, $-NHSO_2-$, or $-C(=O)-$;

R^{11} is an optionally substituted 5-membered heteroaryl;

W is CH or N;

V is $-M-R^{10}$ or R^{14};

M is $-C(=O)NR^4-$, $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

P is $-Q-R^{10}$ or R^{15};

Q is $-NR^4$ $(C=O)-$, $-NR^4$ $(C=O)NR^4-$, $-SO_2NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};

R^4 and R^5 are each selected independently from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NH_2$, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, $-NHC(=O)R^4$, and $-NHC(=O)NHR^4$;

R^7 and R^8 are each independently selected from hydrogen, alkyl, substituted alkyl, aryl, and cycloalkyl;

R^9 is hydrogen, alkyl, substituted alkyl or cycloalkyl;

R^{10} is alkyl, substituted alkyl, aryl, or $-(CH_2)_t$-D-$(CH_2)_e-R^{13}$;

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

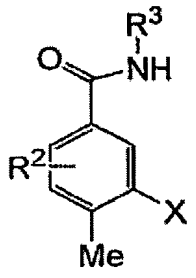
D is selected from a bond, an optionally substituted heterocycle, an optionally substituted aryl, -O-, -S-, -(C=O)-, -NR^4(C=O)-, -(C=O)NR^4-, -S(O)-, SO_2NR^4-, SO_2-, and -NR^4-;

R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, -NMe_2; -S(=O)alkyl, -S(=O)aryl, -$NHSO_2$-aryl-R^4, -$NHSO_2$alkyl, -CO_2R^4, -$CONH_2$, -SO_3H, -S(O)alkyl, -S(O)aryl, -SO_2NHR^4, and –NHC(=O)NHR^4; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring,

with the proviso that when Q is CO then Y is not oxadiazolyl and L is not –C(=O)NH- or -NHC(=O).

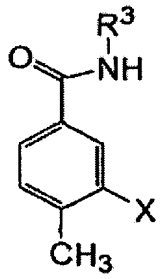
Claim 2. (Original): The compound of claim 1, having formula (II):



II

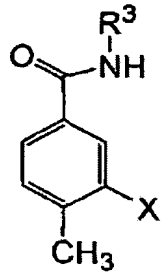
where R^2 is selected from hydrogen, methyl and halogen; and
R^3 is selected from alkyl, -OR^4, substituted alkyl, cycloalkyl, heteroaryl and substituted hereoaryl.

Claim 3. (Currently amended): The compound of claim~~s~~ 1~~ or 2~~ having formula (III):



III

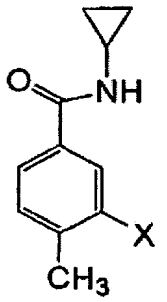
Claim 4. (Currently amended): The compound of ~~any of~~ claim~~s~~ 1[[-3]] having formula (IV):



IV ,

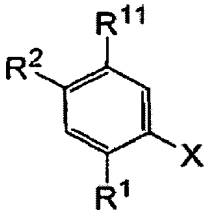
wherein R^3 is selected from lower alkyl, lower cycloalkyl, heteroaryl, and substituted heteroaryl.

Claim 5. (Currently amended): The compound of ~~any of~~ claims 1[[-4]] having formula (V):



V .

Claim 6. (Original): The compound of claim 1 having formula (VI):

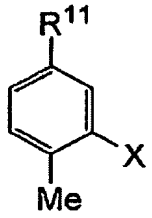


VI ,

where R^1 is selected from methyl, cyclopropyl and halogen; and

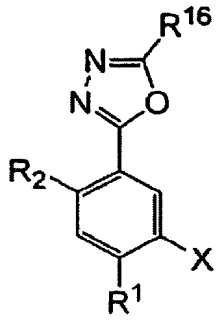
R^2 is selected from hydrogen, methyl and halogen.

Claim 7. (Currently amended): The compound of claims 1 ~~or 6~~ having formula (VII):



VII .

Claim 8. (Currently amended): The compound of ~~any of~~ claims 1~~, 6 and 7~~ having formula (VIII):



VIII

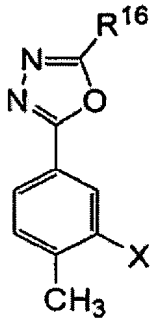
wherein

R^1 is selected from methyl, cyclopropyl and halogen;

R^2 is selected from hydrogen, methyl and halogen, and

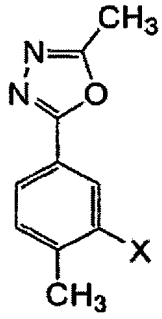
R^{16} is selected from hydrogen, lower alkyl and lower cycloalkyl.

Claim 9. (Currently amended): The compound of ~~any of~~ claim~~s~~ 1 ~~and 6-8~~ having formula (IX):

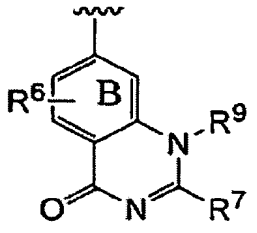


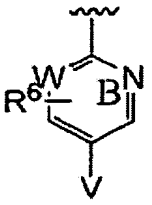
IX

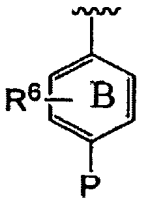
Claim 10. (Currently amended): The compound of ~~any of~~ claim~~s~~ 1 ~~and 6-9~~ having formula:



Claim 11. (Original): The compound of claim 1, wherein X is selected from



,


, and


..

Claim 12. (Currently amended): The compound of claims 1 ~~or 11~~, wherein R^6 is lower alkyl or hydrogen.

Claim 13. (Currently amended): The compound of ~~any of~~ claims 1 ~~and 11-12~~, wherein R^6 is methyl or hydrogen

Claim 14. (Currently amended): The compound of ~~any of~~ claims 1 ~~and 11-13~~, wherein R^6 is methyl.

Claim 15. (Currently amended): The compound of ~~any of~~ claims 1 ~~and 11-13~~, wherein R^6 is hydrogen.

Claim 16. (Currently amended): The compound of ~~any of~~ claims 1[[-15]], wherein W is CH or N.

Claim 17. (Currently amended): The compound of ~~any of~~ claims 1[[-16]], wherein W is CH.

Claim 18. (Currently amended): The compound of ~~any of~~ claims 1[[-16]], W is N.

Claim 19. (Currently amended): The compound of ~~any of~~ claim 1[[-15]], wherein V is $-M-R^{10}$ or R^{14}.

Claim 20. (Currently amended): The compound of ~~any of~~ claims 1 ~~or 19~~, wherein M is $-C(=O)NR^4-$.

Claim 21. (Currently amended): The compound of ~~any of~~ claims 1, ~~and 19-20,~~ wherein M is $-C(=O)NH-$.

Claim 22. (Currently amended): The compound of claims 1 ~~or 19~~, wherein R^{10} is alkoxyarakyl.

Claim 23. (Currently amended): The compound of ~~any of~~ claims 1~~, 19 and 22,~~ wherein R^{10} is methoxybenzyl.

Claim 24. (Currently amended): The compound of ~~any of~~ claims 1[[-19]], wherein R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12}.

Claim 25. (Currently amended): The compound of ~~any of~~ claims 1[[-19]] ~~and 24~~, wherein R^{14} is heteroaryl optionally substituted with lower alkyl.

Claim 26. (Currently amended): The compound of ~~any of~~ claims ~~1[[-19]] and 24-25~~, wherein R^{14} is oxadiazolyl, optionally substituted with methyl.

Claim 27. (Currently amended): The compound of ~~any of~~ claims ~~1[[-11]]~~, wherein P is – C(=O) $-R^{10}$ or R^{15}, where R^{10} is aryl and R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12}.

Claim 28. (Currently amended): The compound of ~~any of~~ claims ~~1, 6, 8 and 11-27~~, wherein R^1 is selected from lower alkyl, lower cycloalkyl and halogen.

Claim 29. (Currently amended): The compound of ~~any of~~ claims ~~1, 6, 8 and 11-28~~, wherein R^1 is lower alkyl.

Claim 30. (Currently amended): The compound of ~~of any of~~ claims ~~1, 6, 8 and 11-29~~, wherein R^1 is methyl.

Claim 31. (Currently amended): The compound of ~~any of~~ claims ~~1, 2, 6, 8 and 11-30~~, wherein R^2 is selected from lower alkyl, lower cycloalkyl and halogen.

Claim 32. (Currently amended): The compound of ~~any of~~ claims ~~1, 2, 6, 8 and 11-31~~, wherein R^2 is hydrogen.

Claim 33. (Currently amended): The compound of ~~any of~~ claims ~~1 and 11-32~~, wherein L is – CONH-.

Claim 34. (Currently amended): The compound of ~~any of~~ claims ~~1 and 11-33~~, wherein R^3 is selected from lower alkyl, lower cycloalkyl, heteroaryl, substituted heteroaryl.

Claim 35. (Currently amended): The compound of ~~any of~~ claims ~~1 and 11-34~~, wherein R^3 is lower cycloalkyl.

Claim 36. (Currently amended): The compound of ~~any of~~ claims ~~1 and 11-35~~, wherein R^3 is cyclopropyl.

Claim 37. (Original): The compound of claim 1 selected from:
6-Methyl-4'-[1,3,4]oxadiazol-2-yl-biphenyl-3-carboxylic acid cyclopropylamide;
6-Methyl-4'-(5-methyl-[1,3,4]oxadiazol-2-yl)-biphenyl-3-carboxylic acid cyclopropylamide;
6-Methyl-4'-(4H-[1,2,4]triazol-3-yl)-biphenyl-3-carboxylic acid cyclopropylamide;
N-Cyclopropyl-4-methyl-3-(5-[1,3,4]oxadiazol-2-yl-pyridin-2-yl)-benzamide;
N-Cyclopropyl-4-methyl-3-[5-(5-methyl-[1,3,4]oxadiazol-2-yl)-pyridin-2-yl]benzamide;
3-(3-Benzyl-4-oxo-3,4-dihydro-quinazolin-7-yl)-N-cyclopropyl-4-methyl-benzamide;

N-Cyclopropyl-3-[3-(2,6-dichloro-benzyl)-4-oxo-3,4-dibydro-quinazolin-7-yl]-4-methyl-benzamide;
N-Cyclopropyl-3-[3-(3,4-dichloro-benzyl)-4-oxo-3,4-dihydro-quinazolin-7-yl]-4-methyl-benzamide;
N-Cyclopropyl-3-[3-(4-methoxy-benzyl)-4-oxo-3,4-dihydro-quinazolin-7-yl]-4-methyl-benzamide;
N-Cyclopropyl-4-methyl-3-(4-oxo-3,4-dihydro-quinazolin-7-yl)-benzamide;
4'-Benzoyl-6-methyl-biphenyl-3-carboxylic acid cyclopropylamide;
6-(5-Cyclopropylcarbamoyl-2-methyl-phenyl)-N-(4-methoxy-benzyl)-nicotinamide;
N-(4-Methoxybenzyl)-2-[(5-cyclopropylaminocarbonyl)-2-methylphenyl]-4-aminopyrimidine-5-carboxyamide;
3'-Amino-4'-benzoyl-6-methyl-biphenyl-3-carboxylic acid cyclopropylamide;
N-Cyclopropyl-4-methyl-3-(2-oxo-4-phenyl-1,2-dihydro-quinazolin-7-yl)-benzamide;
N-Cyclopropyl-4-methyl-3-(4-phenyl-quinazolin-7-yl)-benzamide; and
3'-Acetylamino-4'-benzoyl-6-methyl-biphenyl-3-carboxylic acid cyclopropylamide.

Claim 38. (Currently amended): A method of treating, preventing, or ameliorating one or more symptoms of p38 kinase-mediated diseases or disorders, comprising administering to a subject in need thereof a compound of ~~any of~~ claim~~s~~ 1[[-37]].

Claim 39. (Original): The method of claim 38, wherein the disease or disorder is selected from inflammatory diseases, autoimmune diseases, destructive bone disorders, proliferative disorders, angiogenic disorders, infectious diseases, neurodegenerative diseases, and viral diseases.

Claim 40. (Currently amended): The method of claim~~s~~ 37 ~~or 38~~, wherein the disease or disorder is selected from pancreatitis (acute or chronic), asthma, allergies, adult respiratory distress syndrome, chronic obstructive pulmonary disease, glomerulonephritis, rheumatoid arthritis, systemic lupus erythematosis, scleroderma, chronic thyroiditis, Grave's disease, autoimmune gastritis, diabetes, autoimmune hemolytic anemia, autoimmune neutropenia, thrombocytopenia, atopic dermatitis, chronic active hepatitis, myasthenia gravis, multiple sclerosis, inflammatory bowel disease, ulcerative colitis, Crohn's disease, psoriasis, graft vs. host disease, inflammatory reaction induced by endotoxin, tuberculosis, atherosclerosis, muscle degeneration, cachexia, psoriatic arthritis, Reiter's syndrome, gout, traumatic arthritis, rubella arthritis, acute synovitis, pancreatic β-cell disease; diseases characterized by massive neutrophil infiltration; rheumatoid spondylitis, gouty arthritis and other arthritic conditions, cerebral malaria, chronic pulmonary inflammatory disease, silicosis, pulmonary sarcoisosis, bone resorption disease, allograft rejections, fever and myalgias due to infection, cachexia secondary to infection, meloid formation, scar tissue formation, ulcerative colitis, pyresis, influenza, osteoporosis, osteoarthritis and multiple myeloma-related bone disorder, acute

myelogenous leukemia, chronic myelogenous leukemia, metastatic melanoma, Kaposi's sarcoma, multiple myeloma, sepsis, septic shock, and Shigellosis; Alzheimer's disease, Parkinson's disease, cerebral ischemias or neurodegenerative disease caused by traumatic injury; angiogenic disorders including solid tumors, ocular neovasculization, and infantile haemangiomas; viral diseases including acute hepatitis infection (including hepatitis A, hepatitis B and hepatitis C), HIV infection and CMV retinitis, AIDS, SARS, ARC or malignancy, and herpes; stroke, myocardial ischemia, ischemia in stroke heart attacks, organ hypoxia, vascular hyperplasia, cardiac and renal reperfusion injury, thrombosis, cardiac hypertrophy, thrombin induced platelet aggregation, endotoxemia and/or toxic shock syndrome, and conditions associated with prostaglandin endoperoxidase synthase-2.

Claim 41. (Currently amended): A method of inhibiting the expression of inducible pro-inflammatory proteins, comprising administering to a subject in need thereof a compound of ~~any of~~ claims 1[[-37]].

Claim 42. (Original): The method of claim 41, wherein the inducible pro-inflammatory protein is prostaglandin endoperoxide synthase-2 (PGHS-2), also referred to as cyclooxygenase-2 (COX-2).

Claim 43. (Currently amended): A method of treating, preventing, or ameliorating one or more symptoms of diseases or disorders associated with inducible pro-inflammatory proteins, comprising administering to a subject in need thereof a compound of ~~any of~~ claims 1[[-37]].

Claim 44. (Original): The method of claim 43, wherein the disease or disorder is selected from edema, analgesia, fever, pain, neuromuscular pain, headache, pain caused by cancer, dental pain and arthritis pain.

Claim 45. (Original): The method of claim 40, wherein the viral infection is a veterinary viral infection.

Claim 46. (Original): The method of claim 45, wherein the veterinary viral infection is lentivirus infection, equine infectious anemia virus; retro virus infection, feline immunodeficiency virus, bovine immunodeficiency virus, and canine immunodeficiency virus.

Claim 47. (Currently amended): A method of treating, preventing, or ameliorating one or more symptoms of a cytokine mediated disease or disorder, comprising administering to a subject in need thereof a compound of ~~any of~~ claims 1[[-37]].

Claim 48. (Currently amended): The method of ~~any of~~ claims 38[[-47]], further comprising administering a corticosteroid, rolipram, calphostin, a CSAID, a 4-substituted imidazo[1,2-A]quinoxaline, interleukin-10, a glucocorticoid, a salicylate, nitric oxide, an immunosuppressant,

a nuclear translocation inhibitor, deoxyspergualin (DSG); a non-steroidal antiinflammatory drug (NSAID), ibuprofen, celecoxib, rofecoxib; a steroid, prednisone, dexamethasone; an antiviral agent, abacavir; an antiproliferative agent, methotrexate, leflunomide, FK506; a cytotoxic drug, azathioprine, cyclophosphamide, a TNF-α inhibitor, tenidap, an anti-TNF antibody, a soluble TNF receptor, and rapamycin, or derivatives thereof.

Claim 49. (Currently amended): A method of inhibiting p38 kinases, comprising contacting a p38 kinase with a compound of ~~any of~~ claims 1[[-37]].

Claim 50. (Original): The method of claim 49, wherein the p38 kinase is p38α or p38β kinases.

Claim 51. (Currently amended): A method of mediating cytokine response, comprising administering to a subject in need thereof an effective amount of a compound of ~~any of~~ claims 1[[-37]].

Claim 52. (Original): The method of claim 51, wherein the cytokine response is induced by p38 kinase activity.

Claim 53. (Currently amended): A method of inhibiting inflammatory response, comprising administering to a subject in need thereof an effective amount of a compound of ~~any of~~ claims 1[[-37]].

Claim 54. (Currently amended): A pharmaceutical composition, comprising a compound of ~~any of~~ claims 1[[-37]] and a pharmaceutically acceptable carrier.

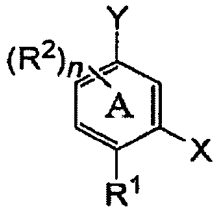
Claim 55. (Original): The pharmaceutical composition of claim 54 that is formulated for single dosage administration.

Claim 56. (Currently amended): The pharmaceutical composition of claims ~~54 or 55~~, further comprising one or more of the following: corticosteroid, rolipram, calphostin, a CSAID, a 4-substituted imidazo[1,2-A]quinoxaline, interleukin-10, a glucocorticoid, a salicylate, nitric oxide, an immunosuppressant, a nuclear translocation inhibitor, deoxyspergualin (DSG); a non-steroidal antiinflammatory drug (NSAID), ibuprofen, celecoxib, rofecoxib; a steroid, prednisone, dexamethasone; an antiviral agent, abacavir; an antiproliferative agent, methotrexate, leflunomide, FK506; a cytotoxic drug, azathioprine, cyclophosphamide, a TNF-α inhibitor, tenidap, an anti-TNF antibody, a soluble TNF receptor, and rapamycin, or derivatives thereof.

Claim 57. (Currently amended): An article of manufacture, comprising packaging material, a compound of ~~any of~~ claims 1[[-37]] which is useful for treating, preventing, or ameliorating one or more symptoms of p38 kinase-mediated diseases or disorders, and a label that indicates that

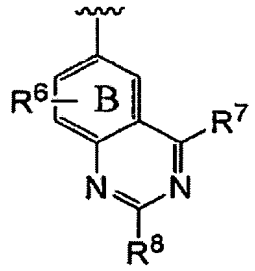
the compound is useful for treating, preventing, or ameliorating one or more symptoms of p38 kinase-mediated diseases or disorders.

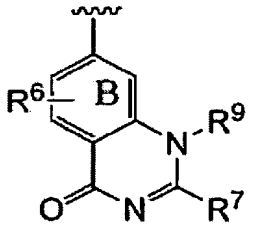
Claim 58. (Original): A method of treating, preventing, or ameliorating one or more symptoms of p38 kinase-mediated diseases or disorders, comprising administering to a subject in need thereof a compound of formula (I):

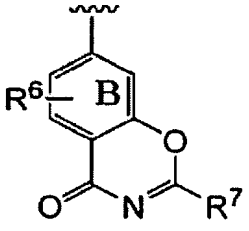


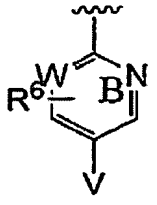
I

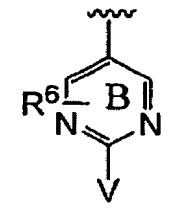
or a pharmaceutically acceptable derivative thereof, wherein X is

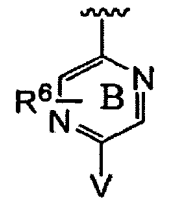


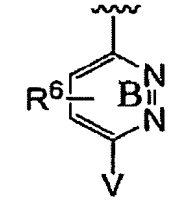


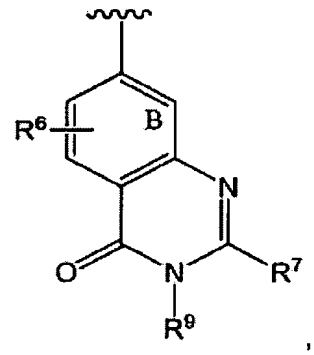


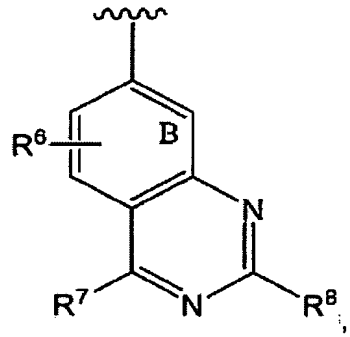


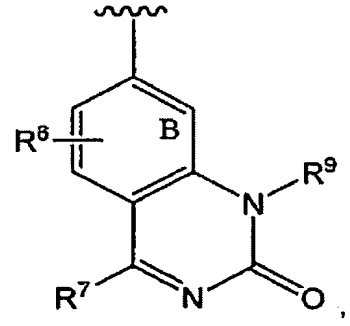


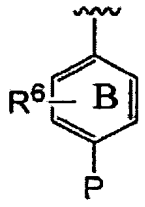












;

R^1 is selected from hydrogen, halogen, hydroxyl, lower alkyl, lower cycloalkyl, alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, NR^4R^5 and $-OR^4$;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; $-S(=O)$alkyl, $-S(=O)$aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, $-S(O)$alkyl, $-S(O)$aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$;

n is 0 or 1;

Y is $-L-R^3$ or R^{11};

R^3 is selected from hydrogen, alkyl, $-OR^4$, substituted alkyl, cycloalkyl, $-CR^4$cycloalkyl, heteroaryl, substituted heteroaryl, heterocycle and substituted heterocycle;

L is $-C(=O)NH-$, $-NH(C=O)-$, $-SO_2NH-$, $-NHSO_2-$, or $-C(=O)-$;

R^{11} is an optionally substituted 5-membered heteroaryl;

W is CH or N;

V is $-M-R^{10}$ or R^{14};

M is $-C(=O)NR^4-$, $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

P is $-Q-R^{10}$ or R^{15};

Q is $-NR^4$ $(C=O)-$, $-NR^4$ $(C=O)NR^4-$, $-SO_2NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};

R^4 and R^5 are each selected independently from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NH_2$, $-NMe_2$; $-S(=O)$alkyl, $-S(=O)$aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, $-S(O)$alkyl, $-S(O)$aryl, $-SO_2NHR^4$, $-NHC(=O)R^4$, and $-NHC(=O)NHR^4$;

R^7 and R^8 are each independently selected from hydrogen, alkyl, substituted alkyl, aryl, and cycloalkyl;

R^9 is hydrogen, alkyl, substituted alkyl or cycloalkyl;

R^{10} is alkyl, substituted alkyl, aryl, or $-(CH_2)_t$-D-$(CH_2)_e$-R^{13};

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

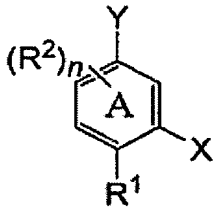
D is selected from a bond, an optionally substituted heterocycle, an optionally substituted aryl, -O-, -S-, -(C=O)-, $-NR^4(C=O)-$, $-(C=O)NR^4-$, -S(O)-, SO_2NR^4-, SO_2-, and $-NR^4-$;

R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and –NHC(=O)NHR^4; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring,

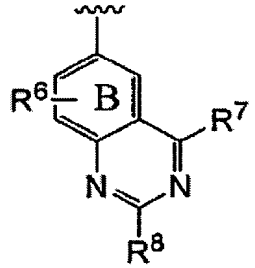
with the proviso that when Q is CO then Y is not oxadiazolyl and L is not –C(=O)NH- or –NHC(=O).

Claim 59. (Original): A method of inhibiting the expression of inducible pro-inflammatory proteins, comprising administering to a subject in need thereof a compound of formula (I):



I

or a pharmaceutically acceptable derivative thereof, wherein X is



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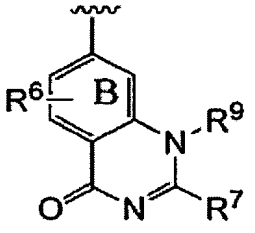

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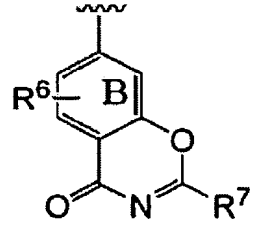

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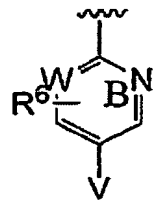
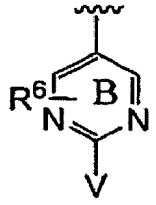
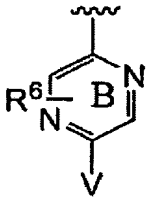
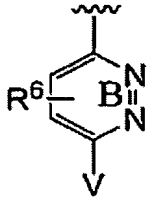
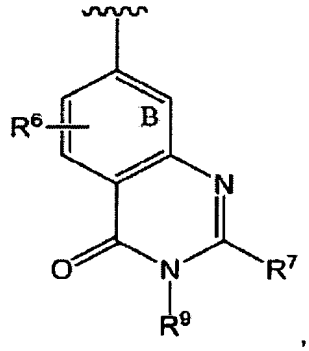
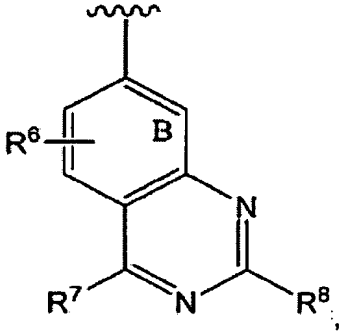


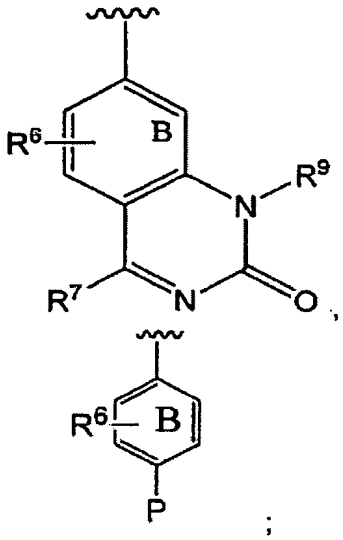












;

R^1 is selected from hydrogen, halogen, hydroxyl, lower alkyl, lower cycloalkyl, alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, NR^4R^5 and $-OR^4$;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$;

n is 0 or 1;

Y is $-L-R^3$ or R^{11};

R^3 is selected from hydrogen, alkyl, $-OR^4$, substituted alkyl, cycloalkyl, $-CR^4$cycloalkyl, heteroaryl, substituted heteroaryl, heterocycle and substituted heterocycle;

L is $-C(=O)NH-$, $-NH(C=O)-$, $-SO_2NH-$, $-NHSO_2-$, or $-C(=O)-$;

R^{11} is an optionally substituted 5-membered heteroaryl;

W is CH or N;

V is $-M-R^{10}$ or R^{14};

M is $-C(=O)NR^4-$, $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

P is $-Q-R^{10}$ or R^{15};

Q is $-NR^4$ (C=O)-, $-NR^4$ (C=O)NR^4-, $-SO_2NR^4-$, $-NR^4SO_2-$, or -C(=O)-;

R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};

R^4 and R^5 are each selected independently from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NH_2$, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, $-NHC(=O)R^4$, and $-NHC(=O)NHR^4$;

R^7 and R^8 are each independently selected from hydrogen, alkyl, substituted alkyl, aryl, and cycloalkyl;

R^9 is hydrogen, alkyl, substituted alkyl or cycloalkyl;

R^{10} is alkyl, substituted alkyl, aryl, or $-(CH_2)_t-D-(CH_2)_e-R^{13}$;

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

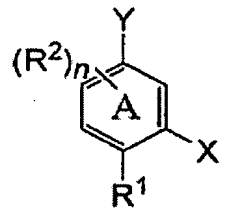
D is selected from a bond, an optionally substituted heterocycle, an optionally substituted aryl, -O-, -S-, -(C=O)-, $-NR^4(C=O)-$, $-(C=O)NR^4-$, -S(O)-, SO_2NR^4-, SO_2-, and $-NR^4-$;

R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring,

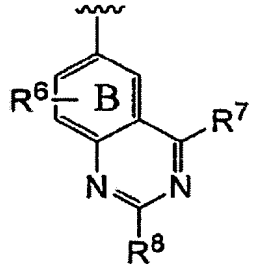
with the proviso that when Q is CO then Y is not oxadiazolyl and L is not –C(=O)NH- or –NHC(=O).

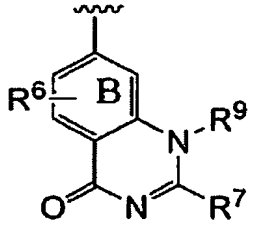
Claim 60. (Original): A method of treating, preventing, or ameliorating one or more symptoms of diseases or disorders associated with inducible pro-inflammatory proteins, comprising administering to a subject in need thereof a compound of formula (I):

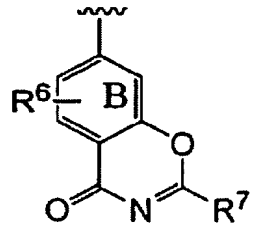


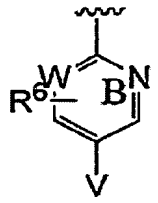
I

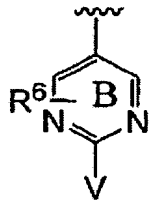
or a pharmaceutically acceptable derivative thereof, wherein X is

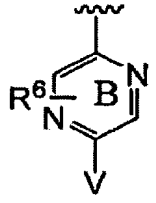


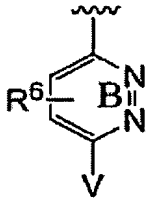


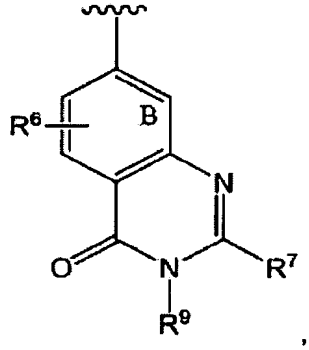


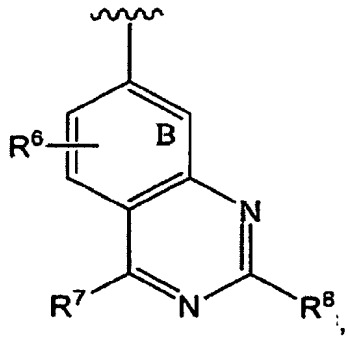


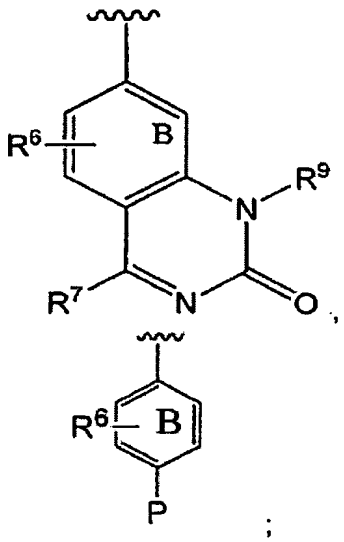












;

R^1 is selected from hydrogen, halogen, hydroxyl, lower alkyl, lower cycloalkyl, alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, NR^4R^5 and $-OR^4$;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$;

n is 0 or 1;

Y is $-L-R^3$ or R^{11};

R^3 is selected from hydrogen, alkyl, $-OR^4$, substituted alkyl, cycloalkyl, $-CR^4$cycloalkyl, heteroaryl, substituted heteroaryl, heterocycle and substituted heterocycle;

L is $-C(=O)NH-$, $-NH(C=O)-$, $-SO_2NH-$, $-NHSO_2-$, or $-C(=O)-$;

R^{11} is an optionally substituted 5-membered heteroaryl;

W is CH or N;

V is $-M-R^{10}$ or R^{14};

M is $-C(=O)NR^4-$, $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

P is $-Q-R^{10}$ or R^{15};

Q is $-NR^4$ (C=O)-, $-NR^4$ (C=O)NR^4-, $-SO_2NR^4-$, $-NR^4SO_2-$, or -C(=O)-;

R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};

R^4 and R^5 are each selected independently from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NH_2$, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, $-NHC(=O)R^4$, and $-NHC(=O)NHR^4$;

R^7 and R^8 are each independently selected from hydrogen, alkyl, substituted alkyl, aryl, and cycloalkyl;

R^9 is hydrogen, alkyl, substituted alkyl or cycloalkyl;

R^{10} is alkyl, substituted alkyl, aryl, or $-(CH_2)_t-D-(CH_2)_e-R^{13}$;

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

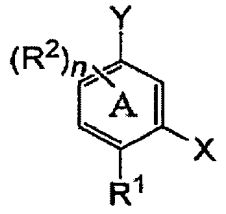
D is selected from a bond, an optionally substituted heterocycle, an optionally substituted aryl, -O-, -S-, $-(C=O)-$, $-NR^4(C=O)-$, $-(C=O)NR^4-$, -S(O)-, SO_2NR^4-, SO_2-, and $-NR^4-$;

R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring,

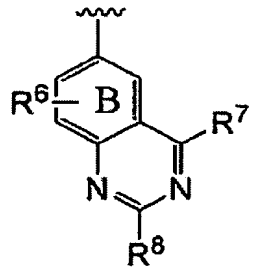
with the proviso that when Q is CO then Y is not oxadiazolyl and L is not –C(=O)NH- or –NHC(=O).

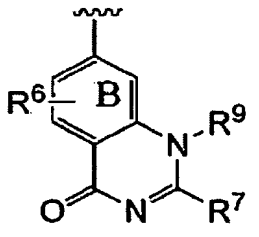
Claim 61. (Original): A method of mediating cytokine response comprising administering to a subject in need thereof a compound of formula (I):

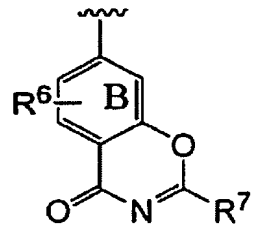


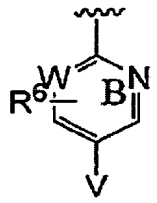
I

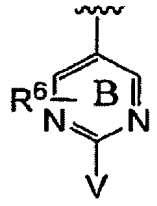
or a pharmaceutically acceptable derivative thereof, wherein X is

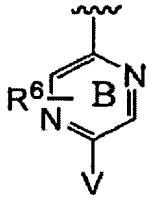


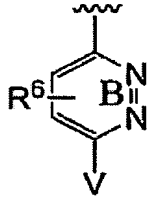


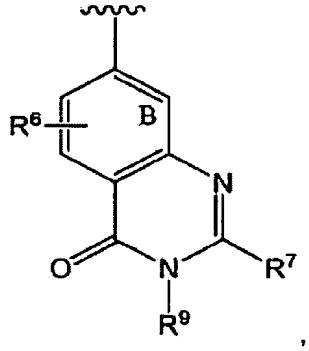


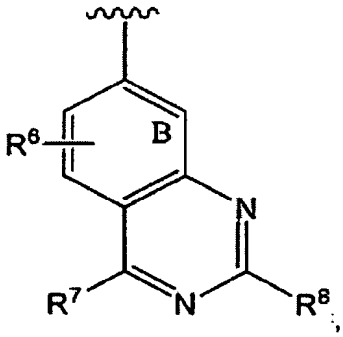


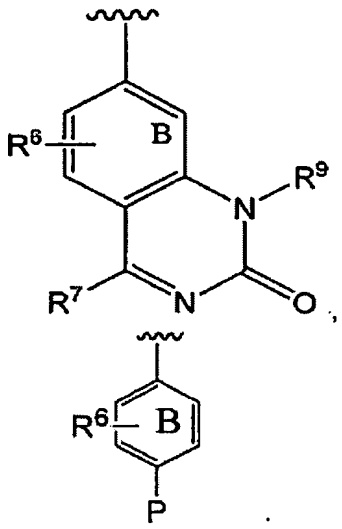












;

R^1 is selected from hydrogen, halogen, hydroxyl, lower alkyl, lower cycloalkyl, alkynyl, trifluoromethyl, methoxy, trifluoromethoxy, cyano, $-NH_2$, NR^4R^5 and $-OR^4$;

R^2 is attached to any available carbon atom of the phenyl ring A and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$;

n is 0 or 1;

Y is $-L-R^3$ or R^{11};

R^3 is selected from hydrogen, alkyl, $-OR^4$, substituted alkyl, cycloalkyl, $-CR^4$cycloalkyl, heteroaryl, substituted heteroaryl, heterocycle and substituted heterocycle;

L is $-C(=O)NH-$, $-NH(C=O)-$, $-SO_2NH-$, $-NHSO_2-$, or $-C(=O)-$;

R^{11} is an optionally substituted 5-membered heteroaryl;

W is CH or N;

V is $-M-R^{10}$ or R^{14};

M is $-C(=O)NR^4-$, $-NR^4(C=O)-$, $-NR^4(C=O)NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{14} is aryl or heteroaryl optionally substituted with up to three R^{12};

P is $-Q-R^{10}$ or R^{15};

Q is $-NR^4$ $(C=O)-$, $-NR^4$ $(C=O)NR^4-$, $-SO_2NR^4-$, $-NR^4SO_2-$, or $-C(=O)-$;

R^{15} is aryl or heteroaryl optionally substituted with up to three R^{12};

R^4 and R^5 are each selected independently from hydrogen, lower alkyl and lower cycloalkyl;

R^6 is attached to any available carbon atom of the phenyl ring B and at each occurrence is independently selected from hydrogen, alkyl, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NH_2$, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, $-NHC(=O)R^4$, and $-NHC(=O)NHR^4$;

R^7 and R^8 are each independently selected from hydrogen, alkyl, substituted alkyl, aryl, and cycloalkyl;

R^9 is hydrogen, alkyl, substituted alkyl or cycloalkyl;

R^{10} is alkyl, substituted alkyl, aryl, or $-(CH_2)_t-D-(CH_2)_e-R^{13}$;

t is selected from 0, 1, 2 and 3; e is selected from 0, 1, 2 and 3;

D is selected from a bond, an optionally substituted heterocycle, an optionally substituted aryl, -O-, -S-, -(C=O)-, $-NR^4(C=O)-$, $-(C=O)NR^4-$, -S(O)-, SO_2NR^4-, SO_2-, and $-NR^4-$;

R^{12} is selected from R^{10}, NO_2, CN, lower cycloalkyl, halo, trifluoromethyl, trifluoromethoxy, -OMe, -CN, $-NMe_2$; -S(=O)alkyl, -S(=O)aryl, $-NHSO_2$-aryl-R^4, $-NHSO_2$alkyl, $-CO_2R^4$, $-CONH_2$, $-SO_3H$, -S(O)alkyl, -S(O)aryl, $-SO_2NHR^4$, and $-NHC(=O)NHR^4$; and

R^{13} is selected from an optionally substituted five- to seven-membered heterocyclic ring, an optionally substituted five- to seven-membered heteroaryl ring and an optionally substituted fused bicyclic ring,

with the proviso that when Q is CO then Y is not oxadiazolyl and L is not –C(=O)NH- or –NHC(=O).